

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

RONALD CANTOR, et al.,

Plaintiffs,

v.

RONALD O. PERELMAN, et al.,

Defendants.

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No. 97-CIV-586-KAJ

**TRANSMITTAL DECLARATION OF BRIAN G. LENHARD IN SUPPORT OF
DEFENDANTS' BRIEF IN OPPOSITION TO PLAINTIFFS' MOTION TO
EXCLUDE THE TESTIMONY OF LAWRENCE A. HAMERMESH AND
CERTAIN OPINIONS OF ROBERT W. HOLTHAUSEN**

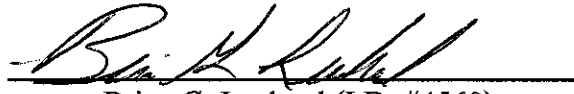
Brian G. Lenhard hereby deposes and says:

1. I am an associate with Skadden, Arps, Slate, Meagher & Flom LLP, counsel for defendants in this action. I submit this declaration in support of Defendants' Brief in Opposition to Plaintiffs' Motion to Exclude the Testimony of Lawrence A. Hamermesh and Certain Opinions of Robert W. Holthausen.
2. Attached hereto is a true and correct copy of the following document referenced in Defendants' Brief:

Exhibit No.	Description
A	Deposition Excerpts of Jeffrey L. Baliban dated April 11, 2006

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed on June 22, 2006, Wilmington, Delaware.


Brian G. Lenhard (I.D. #4569)